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November 16, 2012

VIA HAND DELIVERY

filed electronically in docket
office on 11/16/12

Executive Director Earl Taylor
c/o Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: ***In re: Application of Millington CATV, Inc. For A State-Issued Certificate of Franchise Authority,***
Docket No. 12-00141

Dear Mr. Taylor:

Enclosed please find an original and five (5) copies of Millington CATV, Inc.'s Application for a State-Issued Certificate of Franchise Authority for filing in the above-referenced docket. Also enclosed is a check in the amount of \$2,000 for the Application fee. This document also has been filed by way of email sent today to the Tennessee Regulatory Authority Docket Manager, Sharla Dillon.

Please stamp a copy of the Application as "filed" and return it to me by way of our courier.

Should you have any questions concerning this matter, please do not hesitate to contact me at the email address or telephone number listed above.

Sincerely,



David Killion

Enclosures

11350117.1

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**APPLICATION OF MILLINGTON
CATV, INC. FOR A STATE-ISSUED
CERTIFICATE OF FRANCHISE
AUTHORITY.**

Docket No. _____

AFFIDAVIT OF MICHAEL K. CHESNEY

STATE OF TENNESSEE)
)
COUNTY OF SHELBY)

I, Michael K. Chesney, in accordance with the requirements of the Tennessee Competitive Cable and Video Services Act, Tenn. Code Ann. § 7-59-301 et seq. (the "Act"), state as follows:

I am an employee of Millington CATV, Inc., where my title is General Manager. As such, I am authorized to make this affidavit on behalf of Applicant Millington CATV, Inc.

1. Name of Applicant

Millington CATV, Inc. (hereinafter referred to as "Applicant").

2. Application Fee for Service Area Population of over 100,000, up to and including 500,000 (Section 305(b)(1) of the Act)

An application fee of \$2,000 is submitted with this application consistent with Section 305(b)(1) of the Act and based on the population of the service area as reflected in the most recent decennial census applied for in this application. Such service area is described in the attached Exhibit A.

3. Compliance with Applicable Laws (Section 305(c)(1) of the Act)

Applicant agrees to comply with all applicable federal and state laws and regulations to the extent that such state laws and regulations are not in conflict with or superseded by the provisions of this part or other applicable law and will timely file with the FCC all forms required by the FCC in advance of offering video services or cable services. Applicant will comply with all applicable FCC requirements involving the distribution and notification of emergency messages over the emergency alert system consistent with the enforcement of the rules, and any waivers to the rules, as determined by the FCC.

**4. Description of Municipalities and Unincorporated Areas to be Served
(Section 305(c)(2) of the Act)**

The attached Exhibit A lists all municipalities and unincorporated areas within counties to be served, in whole or in part, by the Applicant pursuant to a statewide certificate of franchise authority. Applicant intends to provide cable or video services under a statewide franchise in the same geographical area in which it currently provides cable service under a local franchise granted by Shelby County that has expired. Exhibit A is incorporated by reference into this Affidavit.

5. Intent to Begin to Offer Cable or Broadband Internet Service (Section 305(c)(3) of the Act)

Applicant already provides cable service in the service area identified in Exhibit A. Should Applicant's certificate be amended in the future to add new service areas, Applicant states that it intends to begin to offer video service or cable service for purchase or to provide new broadband Internet service in accordance with Tenn. Code Ann. § 7-59-311(d) in each of the municipalities and the unincorporated areas of each county to be served, as described in such amendment, within twenty-four (24) months of the date of the amendment of Applicant's state-issued certificate of franchise authority

6. Indemnification (Section 305(c)(4) of the Act)

Applicant agrees to indemnify and hold harmless, in accordance with Section 318 of the Act, the state, municipality, county and any employee or representative of the state, municipality or county, as well as any political subdivision of the state and any employee or representative of the political subdivision, individually and collectively, referred to in Section 318 of the Act as the "indemnatee."

7. Applicant Contact Information (Section 305(c)(5) of the Act)

- a. Applicant's principal place of business is located at 5115 Easley Street, Millington, Tennessee 38053.
- b. Contact telephone number is (865) 805-4784.
- c. The principal executive officers of the Applicant are as follows:

Mike Chesney, General Manager
Holly Starnes, President
Charlotte Barry, VP (deceased)
Laura Rosas, Secretary
William S. Howard, Jr., Treasurer

- d. The following persons are authorized to represent the Applicant before the Tennessee Regulatory Authority:

- i. Mike Chesney
- ii. R. Dale Grimes, Legal Counsel
- iii. C. David Killion, Legal Counsel

8. Applicant Has the Managerial, Financial, and Technical Qualifications to Provide Cable Service (Sections 305(c)(6) and 305(d)(3) of the Act)

Applicant has the managerial, financial and technical qualifications to provide cable or video service as required by Tenn. Code Ann. § 7-59-305(c)(6) and (d)(2). Applicant has been providing video services to the service area described in Attachment A for approximately 30 years. As an incumbent cable service provider, Applicant is deemed by operation of law to have the managerial, financial and technical qualifications to obtain a state-issued certificate of franchise authority. In addition, Applicant has provided and is currently providing cable service pursuant to local cable franchises entered into with multiple municipalities located near Millington, Tennessee. Based on its success and experience of providing these services, the Applicant has the managerial, financial and technical qualifications to provide cable and video services in Tennessee.

9. Customer Service Complaint Handling Process (Section 305(c)(7) of the Act)

- a. Policies on addressing customer service issues, billing adjustments and communications with government officials regarding customer complaints:

Applicant follows the Customer Service guidelines set forth by the FCC. Customers who have questions or complaints regarding their cable or video service, or questions or disputes concerning their bills may contact Applicant at 901-872-3600. Local Field Service Technicians are available to address service related issues Monday through Friday during normal business hours, and also on call after hours and weekends for emergencies. Applicant will address customer questions or complaints in a timely manner. Should a customer believe that his / her request was not properly handled, he/she may contact the Tennessee Regulatory Authority.

Local or toll-free telephone number at which a customer may contact applicant: 901-872-3600

Written customer complaints may be sent to:

Millington Cable
5115 Easley St.
Millington, TN 38053

10. Notice to Affected Local Governing Authority (Section 305(c)(8) of the Act)

Notice has been provided to the affected local governing authority at the address set forth in Exhibit B of its right to receive a franchise fee consistent with the Act. Notice will also be provided to other entities with facilities in the rights-of-way consistent with any non-discriminatory and generally applicable local ordinances or resolutions requiring such notice.

**11. Non-Discrimination and Service Deployment Requirements
(Section 305(c)(9) of the Act)**

Applicant agrees to comply with the requirements of the Act, expressly including the applicable non-discrimination and service deployment requirements of Section 311 of the Act. In addition, the Applicant acknowledges the provisions of Section 312 of the Act relative to enforcement of non-discrimination and deployment requirements.

**12. Notice to Local Governing Authority Prior to Providing Service
(Section 305(c)(10) of the Act)**

Following issuance of the State-issued certificate of franchise authority, Applicant will provide notice to an affected local governing authority at least ten (10) days prior to providing service in that jurisdiction.

13. Minority Owned Business Participation Plan (Section 305(c)(11) of the Act)

Exhibit C to this Application is Applicant's Minority Owned Business Participation Plan and Applicant agrees to comply with the provisions of the Plan in accordance with Section 313 of the Act. Applicant's Minority Owned Business Participation Plan is incorporated by reference into this Affidavit.

EXHIBIT A

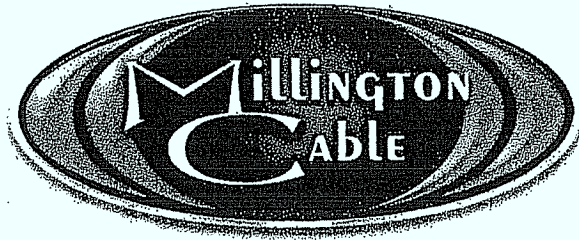
STATEWIDE FRANCHISE SERVICE AREA

A portion of unincorporated Shelby County, Tennessee, described as follows:

Commencing at the Fayette County Line and the Loosahatchie River; thence west along the Loosahatchie River to the Mississippi River, north along the Mississippi River to the Tipton County Line, east along the Tipton County Line to the Fayette County Line, south along the Fayette County Line to the Loosahatchie River.

Such area explicitly excludes all incorporated municipalities in Shelby County, including the cities of Memphis, Germantown, Millington, Bartlett, and Lakeland, and the towns of Arlington and Collierville.

EXHIBIT B



November 16, 2012

The Hon. Mark H. Luttrell Jr.
Shelby County Mayor
160 N. Main, Suite 850
Memphis, Tennessee 38103

Re: Notice of Millington CATV, Inc.'s Application for filing for a state-issued
certificate of franchise authority

Dear Mayor Luttrell:

Millington CATV, Inc., in accordance with the Competitive Cable and Video Service Act, Tenn. Code Ann. § 7-59-305, hereby provides Shelby County, Tennessee with a copy of its Application for a state-issued certificate of franchise authority.

Additionally, in accordance with Tenn. Code Ann. § 7-59-305(8), notice is being provided to Shelby County, Tennessee of its right to receive franchise fees consistent with the Act.

Should you have any questions please contact me at (865) 805-4784.

Sincerely,

A handwritten signature in black ink, appearing to read "Mike Chesney".

Mike Chesney
Manager, Millington CATV, Inc.

Handwritten notes in black ink, including the words "Mark", "Thank", and "Mike" written in a cursive style.

EXHIBIT C

Millington CATV, Inc.

**MINORITY-OWNED
BUSINESS PARTICIPATION PLAN**

MILLINGTON CATV, INC.
MINORITY-OWNED
BUSINESS PARTICIPATION PLAN
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MINORITY-OWNED BUSINESS PARTICIPATION PLAN

1.0 PLAN

- 1.1 This Minority-Owned Business Participation Plan ("Plan") is submitted by Millington CATV, Inc. ("Millington"), as required by the Competitive Cable & Video Service Act of 2008, relevant provisions of which are codified at Tenn. Code Ann. § 7-59-313.
- 1.2 The Administration of this Plan is the responsibility of Millington. It is the policy of Millington to provide an opportunity for Minority-Owned Businesses to compete for subcontracts awarded by Millington on a fair and equitable basis with certified suppliers and contractors.
- 1.3 This Plan is a statement of objectives and is not intended to create any legal obligation on behalf of Millington or any person or organization.

2.0 DEFINITIONS

- 2.1 Minority Business: For the purpose of this Plan, "Minority-Owned Business" means a business that is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls the daily operations of such business, and who is impeded from non-entry into the economic mainstream as defined in Tenn. Code Ann. § 7-59-313(a)(1)(A-C).

3.0 PLAN RESPONSIBILITY AND POLICY STATEMENT

- 3.1 It is the policy of Millington to afford Minority-Owned Businesses an opportunity to participate in the performance of contracts in accordance with T.C.A 7-59-313(b).
- 3.2 As a purchaser of goods and services, it is Millington's responsibility to:
 - (a) Identify and maintain a pool of qualified suppliers.
 - (b) Provide opportunities for Minority-Owned Businesses to bid in those solicitations for products or services which they are capable of providing, and which meet RUS (Rural Utility Service) standards.

4.0 PLAN PERIOD OF EFFECTIVENESS

- 4.1 Millington is committed to providing affirmative access to contracting opportunities for Minority-Owned Businesses. Millington is proactive and will move toward inclusion of such firms in the supplier base. This plan represents an on-going commitment by Millington, and has no fixed time period for effectiveness.

5.0 PLAN ADMINISTRATION

- 5.1 Millington's Plan Administrator is:

Mr. Michael K. Chesney
PO Box 399
Millington, Tennessee 38083-0399
Phone: 901-872-5100

- 5.2 The Administrator manages the Plan as described below.

- 5.3 The Administrator's specific job duties, as they relate to this Plan are as follows:

- (a) Develops and maintains policies and procedures to ensure that Minority-Owned Businesses have an equitable opportunity to be awarded contracts.
- (b) Establishes and maintains policies and procedures to ensure that Minority-Owned Businesses have an equitable opportunity to be awarded contracts.
- (c) Ensures inclusion of Minority-Owned Businesses in those solicitations for products or services which they are capable of providing.
- (d) Maintains Minority-Owned Business related correspondence and record keeping.
- (e) Coordinates activities during the conduct of any compliance review by the Tennessee state agencies.
- (f) Attends or arranges for attendance by appropriate members of management at, Minority Business Enterprise Seminars, Trade Fairs, and Conventions.

6.0 PLAN TO ASSURE EQUITABLE OPPORTUNITY

6.1 The Administrator shall ensure that appropriate source listings and services are properly utilized in support of the Plan. Sources/listings include, but are not limited to the following:

- (a) The Millington-approved Master Supplier list.
- (b) Information received from the Small Business Administration Procurement Automated Source System (PASS).
- (c) Information sources received from the TN Department of Economic Development's Office of Minority Business Enterprise and Small Business Office.
- (d) Information received from the local Chamber of Commerce.

6.2 Outreach efforts will be made as follows:

- (a) The Administrator shall cultivate and maintain relationships with Small Business trade associations and business development organizations in an effort to locate and qualify capable Minority-Owned Businesses for participation in contracting opportunities.
- (b) The Administrator shall ensure that Millington assists Minority-Owned Businesses by arranging solicitations, time for the preparation of bids, quantities, specifications, and delivery schedules so as to facilitate the participation by such concerns.
- (c) The Administrator shall ensure that Millington provides adequate and timely consideration of the potentialities of Minority-Owned Businesses in "make or buy" decisions.
- (d) Appropriate members of management will attend seminars and trade fairs in order to develop sources.

7.0 PLAN REPORTING



- 7.1 Millington will submit such periodic reports and cooperate in those studies or surveys as may be required to determine the extent of compliance with this Plan.
- 7.2 Millington will maintain, if required, the following types of records:
 - (a) Source lists, guides, and other data that identify Minority-Owned Businesses.
 - (b) Lists of organizations contacted in an attempt to locate sources that are Minority-Owned Businesses.
 - (c) Records of any outreach efforts to contact trade associations, business development organizations, and conferences and trade fairs attended.
- 7.3 Millington's Supplier Master List identifies Minority-Owned Businesses. The Supplier List shall be utilized in identifying potential contractors. A Summary Sheet shall be maintained in each supplier's file and shall be reviewed and evaluated by the Plan Administrator.

FURTHER AFFIANT SAYETH NOT.


Michael K. Chesney

State of Tennessee)
 Shelby)
County of ~~Davidson~~)

Sworn to and subscribed before me, this 13th day of November, 2012.

Notary Public

MY COMMISSION EXPIRES
FEBRUARY 15, 2016

My Commission Expires: _____